

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

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IN RE SONUS NETWORKS, INC.  
SHAREHOLDER DERIVATIVE LITIGATION

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) Case No. 04-10359-DPW  
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**TRANSMITTAL AFFIDAVIT OF GREGORY F. NOONAN  
IN SUPPORT OF DEFENDANTS' REPLY TO PLAINTIFFS' OPPOSITION TO  
MOTION TO DISMISS SECOND AMENDED CONSOLIDATED  
SHAREHOLDER DERIVATIVE COMPLAINT**

I, Gregory F. Noonan, depose and state the following:

1. I am an associate with the law firm of Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts. I am a member in good standing of the Bar of the Commonwealth of Massachusetts. I am counsel for nominal defendant Sonus Networks, Inc. and defendants Edward T. Anderson, Paul J. Ferri, Albert A. Notini and Paul J. Severino in the above-captioned matter.

2. I submit this affidavit on behalf of all the defendants and in support of Defendants' Motion to Dismiss Consolidated Shareholder Derivative Complaint in the above-captioned matter.

3. I have attached true and accurate copies of the following documents hereto:

a) Attached hereto as Exhibit A, In re New Valley Corp. Deriv. Litig., No. Civ. A. 17649, 2001 WL 50212 (Del. Ch. Jan. 11, 2001);

b) Attached hereto as Exhibit B, excerpts from Sonus Networks, Inc.'s 10-K/A filed July 28, 2004; and

c) Attached hereto as Exhibit C, excerpts from Sonus Networks, Inc.'s 10-K filed March 15, 2005.

Subscribed and sworn to under the pains and penalties of perjury this 30th day of September 2005.

s/ Gregory F. Noonan  
Gregory F. Noonan, Esq.